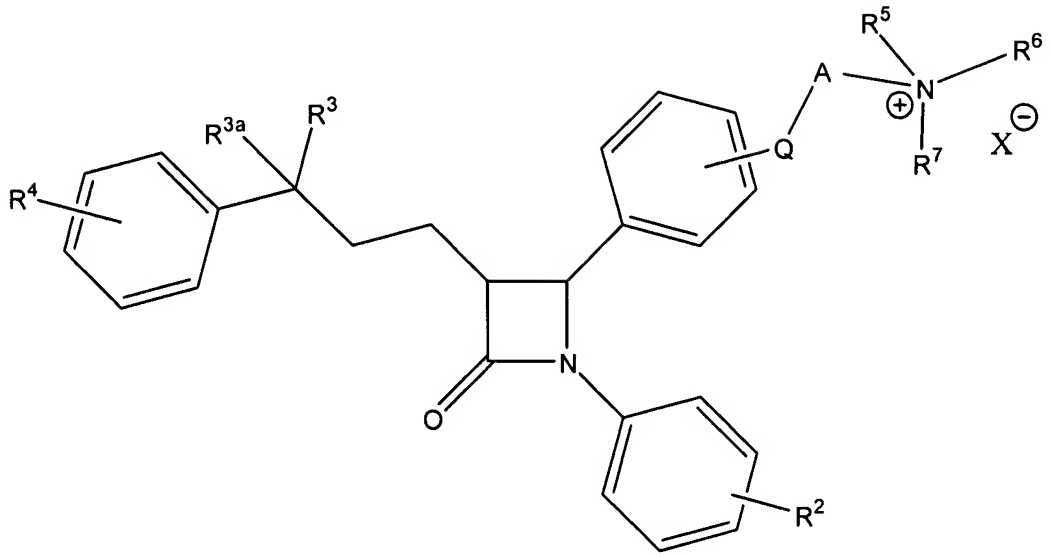
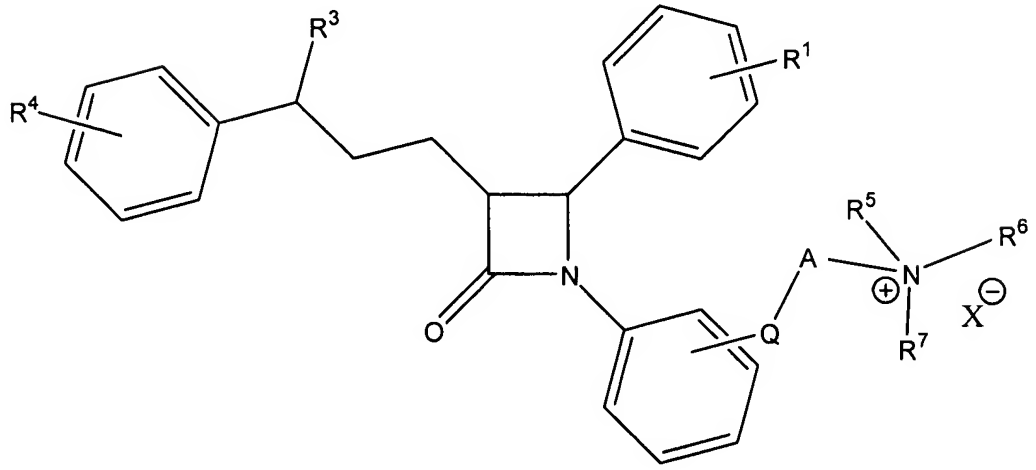
CLAIM AMENDMENTS

1. (original) A compound of formula



or



wherein

R^1 and R^2 are chosen from H, halogen, -OH, loweralkyl, -O-loweralkyl, -CN, -S-loweralkyl, amino, acyl, lower aminoalkyl, alkylsulfonyl, arylsulfonyl, a sugar, a glucuronide and a sugar carbamate;

R^3 is chosen from H, -OH, fluoro and -O-loweralkyl;

R^{3a} is chosen from H and fluoro, or R^{3a} and R^3 together are =O;

R^4 is chosen from H, halogen, -OH, loweralkyl, -O-loweralkyl, -CN, -S-loweralkyl, amino, acyl and lower aminoalkyl, alkylsulfonyl, arylsulfonyl;

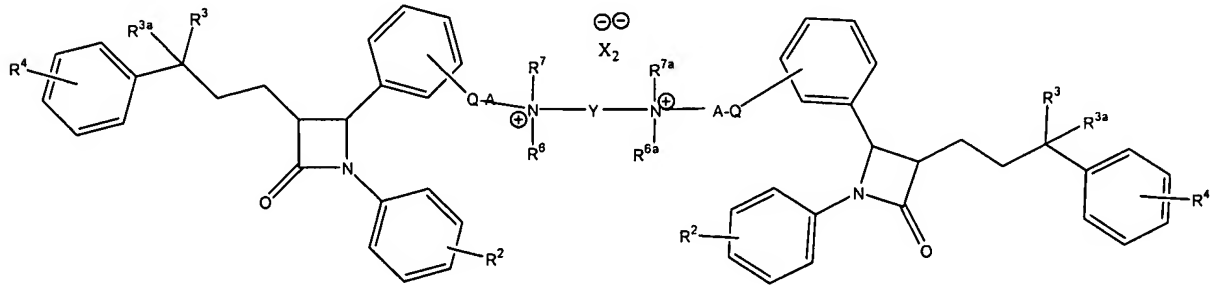
Q is chosen from a direct bond, -O-, -S-, -NH-, $-CH_2O-$, $-CH_2NH-$, -C(=O)-, -CONH-, -NHCO-, -O(C=O)-, -(C=O)O-, -NHCONH-, -OCONH- and -NHCOO- ;

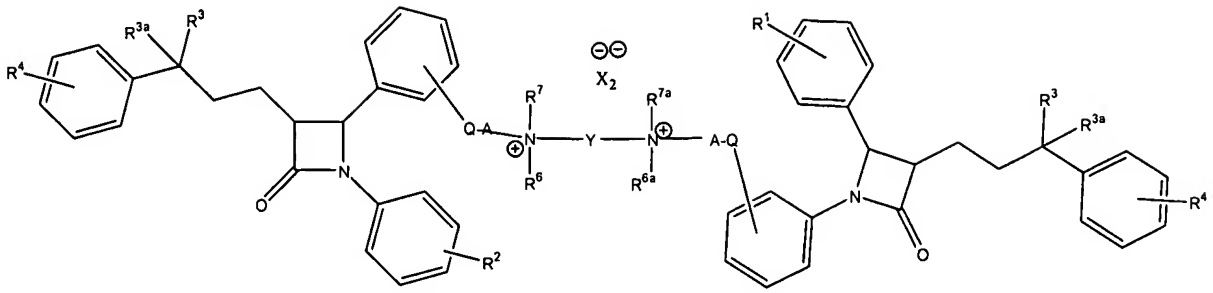
A is chosen from C_2 to C_{20} hydrocarbon, substituted alkyl of 2 to 20 carbons, substituted aryl, substituted arylalkyl, and oxaalkyl of four to fifty carbons; and, when Q is a direct bond, –C(=O) or –O(C=O)-, A may additionally be methylene;

R^5 forms a five- to seven-membered ring with A or R^6;
R^6 is alkyl, forms a double bond with A or forms a five- to seven-membered ring with R^5;
R^7 is alkyl or together with R^5 or R^6 forms a second five- to seven-membered ring; and
when Q is not -O- or $–CH_2NH-$, R^5,may additionally be alkyl or aryl; and

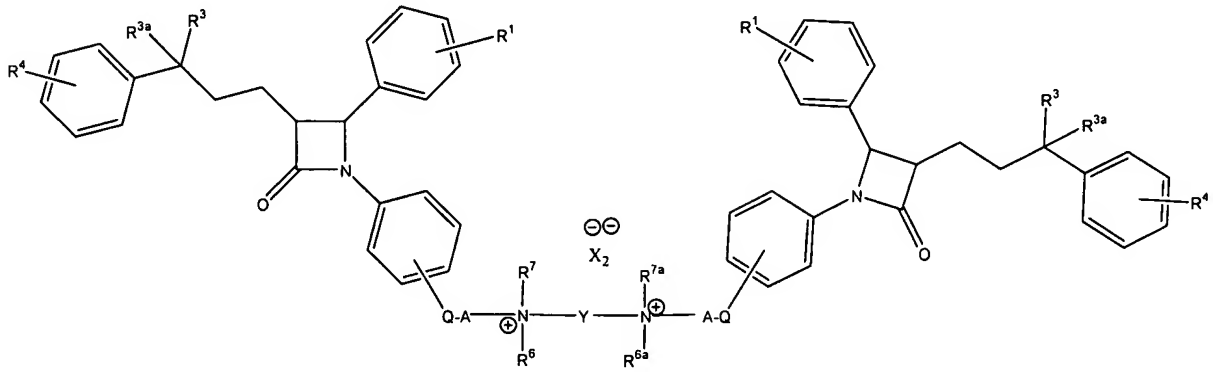
X is an anion.

2. (original) A compound chosen from three isomers of formulae:





and



wherein

R^1 and R^2 are chosen from H, halogen, -OH, loweralkyl, -O-loweralkyl, -CN, -S-loweralkyl, amino, acyl, lower aminoalkyl, alkylsulfonyl, arylsulfonyl, a sugar, a glucuronide and a sugar carbamate;

R^3 is chosen from H, -OH, fluoro and -O-loweralkyl;

R^{3a} is chosen from H and fluoro, or R^{3a} and R^3 together are =O;

R^4 is chosen from H, halogen, -OH, loweralkyl, -O-loweralkyl, -CN, -S-loweralkyl, amino, acyl and lower aminoalkyl, alkylsulfonyl, arylsulfonyl;

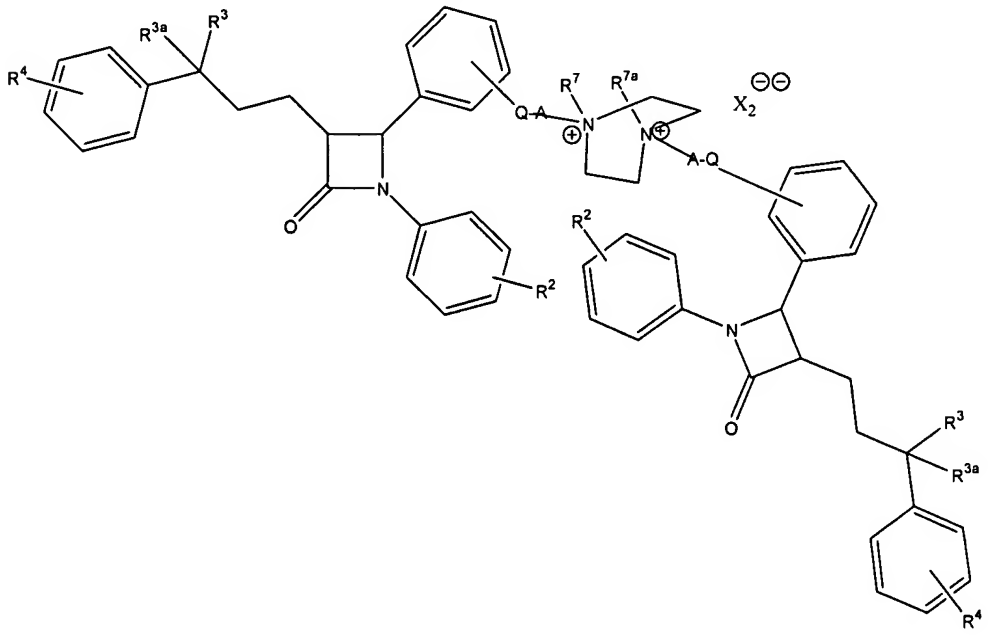
Q is chosen from a direct bond, -O-, -S-, -NH-, $-CH_2O-$, $-CH_2NH-$, -C(=O)-, -CONH-, -NHCO-, -O(C=O)-, -(C=O)O-, -NHCONH-, -OCONH- and -NHCOO- ;

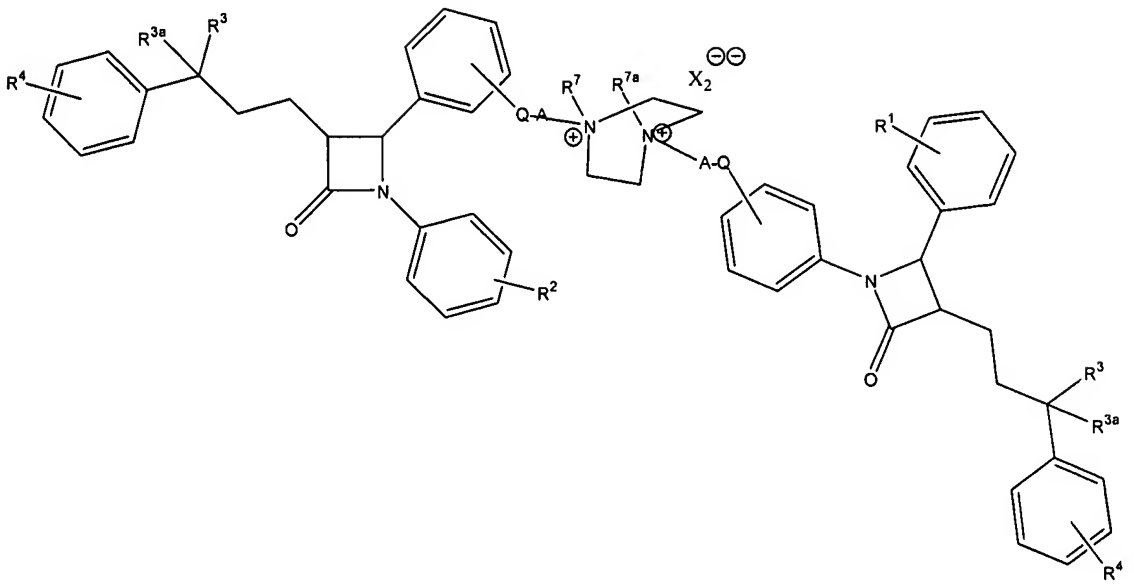
A is chosen from C_2 to C_{20} hydrocarbon, substituted alkyl of 2 to 20 carbons, substituted aryl, substituted arylalkyl and oxaalkyl of four to fifty carbons; and, when Q is a direct bond, –C(=O) or –O(C=O)-, A may additionally be methylene;

Y is chosen from C_2 to C_{20} hydrocarbon, substituted alkyl of 2 to 20 carbons, substituted arylalkyl and oxaalkyl of four to fifty carbons;

R^6 and R^{6a} are alkyl or together with Y form a first five- to seven-membered ring;
R^7 and R^{7a} are alkyl or together form a second five- to seven-membered ring; and
X_2 is either a dianion or two monoanions.

3. (original) A compound according to claim **2** chosen from three isomers of formulae:





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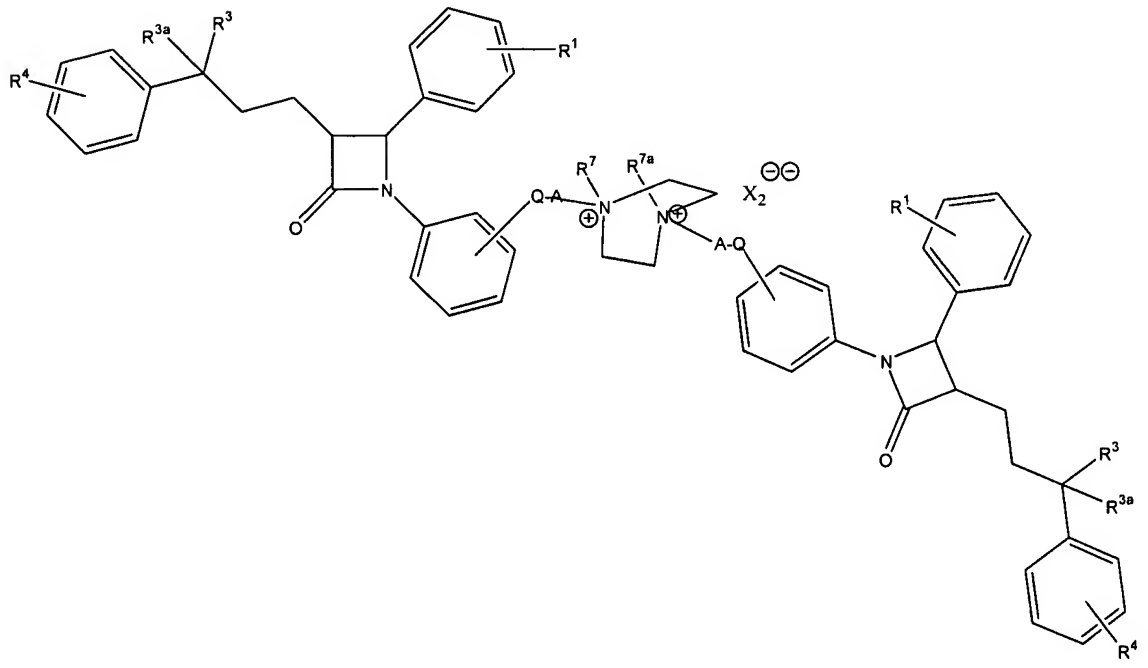


4. (currently amended) A compound according to ~~any of claims 1, 2 or 3~~ claim 1 or 2 wherein R^7 forms a second six-membered ring.

5. (currently amended) A compound according to ~~any of claims 1 to 4~~ claim 1 or 2 wherein -Q-A- is chosen from (C_2 to C_{20} hydrocarbon), -O-(C_2 to C_{20} hydrocarbon), -NH(C_2 to C_{20} hydrocarbon), -NHCO(C_2 to C_{20} hydrocarbon) and oxaalkyl of four to fifty carbons.

6. (currently amended) A compound according to ~~any of claims 1 to 5~~ claim 1 or 2 wherein

R^1 and R^2 are chosen from H, halogen, -OH, and methoxy;

R^3 is -OH; and

R^4 is fluoro.

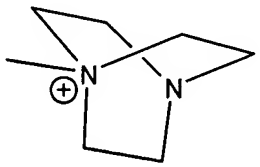
7. (currently amended) A compound according to ~~any of claims 1 to 5~~ claim 1 or 2 wherein

R^1 and R^2 are chosen from a sugar, a glucuronide and a sugar carbamate;

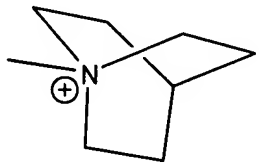
R^3 is -OH; and

R^4 is fluoro.

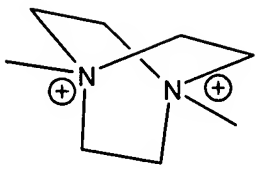
8. (currently amended) A compound according to ~~any of claims 1 or 4 to 7~~ claim 1 or 2 wherein R^5,R^6 and R^7 taken together form a diazabicyclooctane quat:



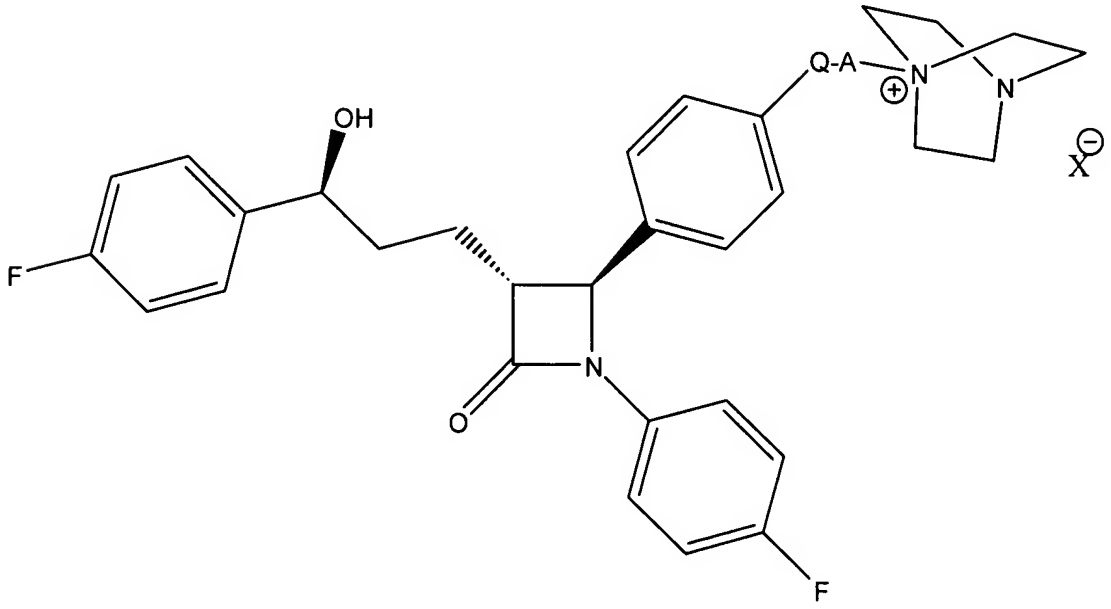
9. (currently amended) A compound according to ~~any of claims 1 or 4 to 7~~ claim 1 or 2 wherein R^5,R^6 and R^7 taken together form a quinuclidinium quat:



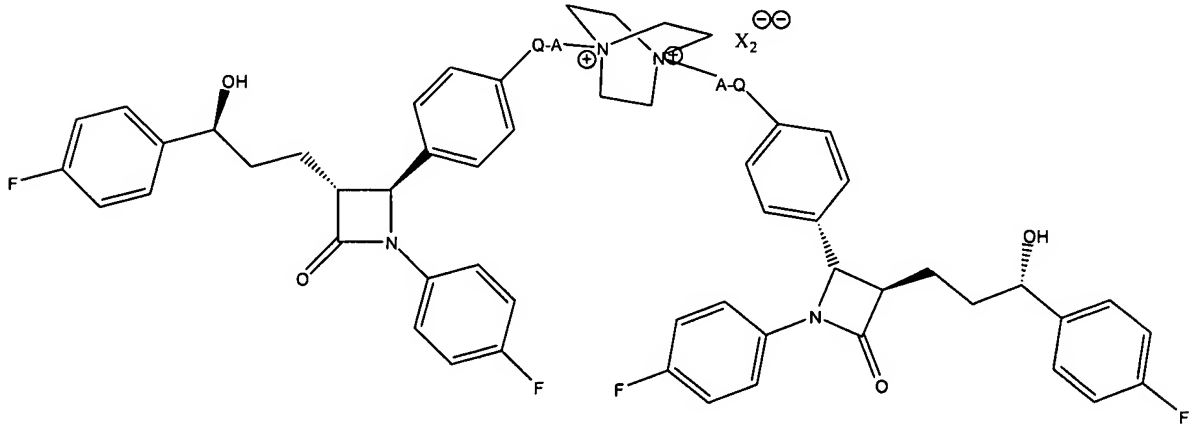
10. (currently amended) A compound according to ~~any of claims 2 to 7~~ claim 2 wherein R^7 and R^{7a} taken together form a diazabicyclooctane bisquat:



11. (currently amended) A compound according to ~~claim 8~~ claim 1 of formula:

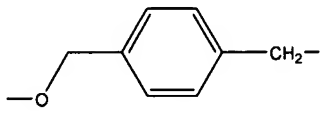


12. (currently amended) A compound according to ~~claim 10~~ claim 2 of formula:



13. (currently amended) A compound according to ~~any of claims 2 to 7~~ claim 2 wherein R^6, R^{6a}, R^7 and R^{7a} are alkyl and Y is chosen from C_2 to C_{10} alkylene and xylylene.

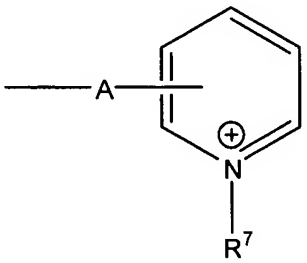
14. (currently amended) A compound according to ~~any of claims 1 to 13~~ claim 1 or 2 wherein -Q-A- is



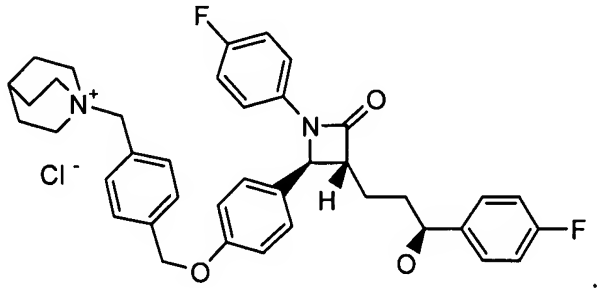
15. (currently amended) A compound according to ~~any of claims 1, 6 or 7~~ claim 1 wherein R^5 forms a six-membered ring with A;

R^6 forms a double bond with A; and

R^7 is alkyl:

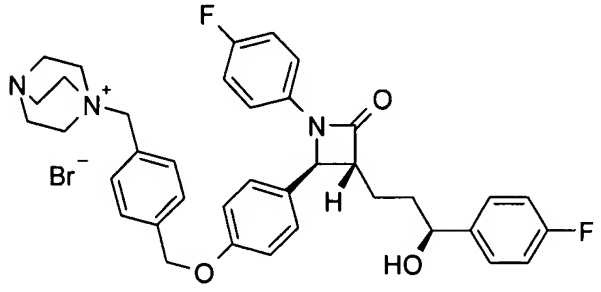


16. (currently amended) 1-{4-[(4-{(2S,3R)-1-(4-fluorophenyl)-3-[(3S)-3-(4-fluorophenyl)-3-hydroxypropyl]-4-oxoazetidin-2-yl}phenoxy)methyl]benzyl}-1-azoniabicyclo[2.2.2]octane chloride, according to claim 1

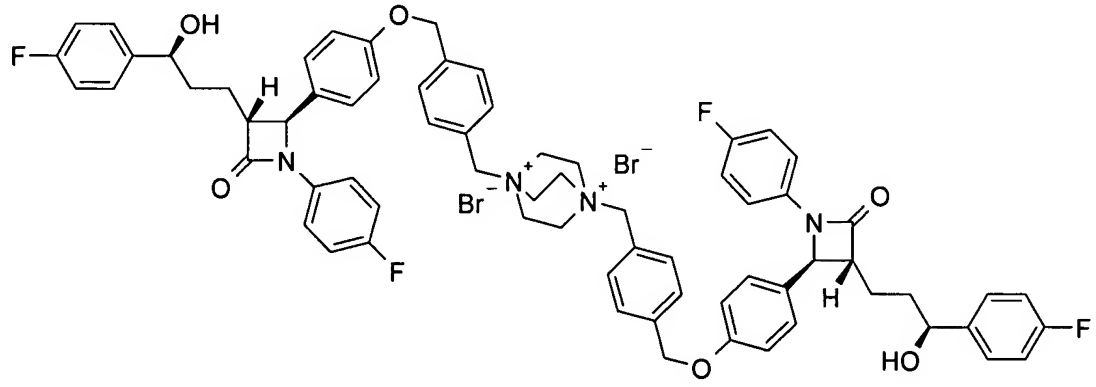


17. (currently amended) 1-{4-[(4-{(2S,3R)-1-(4-fluorophenyl)-3-[(3S)-3-(4-fluorophenyl)-3-

hydroxypropyl]-4-oxoazetidin-2-yl}phenoxy)methyl]benzyl}-4-aza-1-azoniabicyclo[2.2.2]octane bromide, according to claim **1**



18. (currently amended) 1,4-bis{4-[(4-{(2S,3R)-1-(4-fluorophenyl)-3-[(3S)-3-(4-fluorophenyl)-3-hydroxypropyl]-4-oxoazetidin-2-yl}phenoxy)methyl]benzyl}-1,4-diazoniabicyclo[2.2.2]octane dibromide, according to claim **2**



19. (currently amended) A compound according to ~~any of claims **1 to 18**~~ claim **1** or **2** wherein X or X_2 is a pharmaceutically acceptable anion.

20. (original) A compound according to claim **19** wherein X is an anion chosen from the group consisting of hydroxide, acetate, benzenesulfonate (besylate), benzoate, bicarbonate, bisulfate, carbonate, camphorsulfonate, citrate, ethanesulfonate, fumarate, gluconate, glutamate, bromide, chloride, isethionate, lactate maleate, malate, mandelate, methanesulfonate, mucate, nitrate, pamoate, pantothenate, phosphate, succinate, sulfate, tartrate and p-toluenesulfonate.

21. (currently amended) A compound according to ~~any of claims 2 to 7, 10, 12, 13 or~~ claim **19** wherein X_2 is a dianion chosen from the group consisting of carbonate, citrate, fumarate, lactate, maleate, malate, phosphate, succinate, sulfate and tartrate.

22. (currently amended) A pharmaceutical formulation comprising a compound according to ~~any of claims 19 to 21~~ claim **19** and a pharmaceutically acceptable carrier.

23. (original) A pharmaceutical formulation according to claim **22** additionally comprising an inhibitor of cholesterol biosynthesis.

24. (currently amended) A method for treating a disorder of lipid metabolism comprising administering a to a mammal a therapeutically effective amount of a compound according to ~~any of claims 19 to 21~~ claim **19**.

25. A method according to claim **24**, wherein said disorder of lipid metabolism is hyperlipidemia.

26. A method according to claim **24**, wherein said disorder of lipid metabolism is arteriosclerosis.

27. A method for inhibiting the absorption of cholesterol from the intestine of a mammal, which comprises administering an effective cholesterol-absorption-inhibiting amount of a compound according to ~~any of claims 19 to 21~~ claim **19** to the mammal.

28. – 37. (canceled)